

**BEAR VALLEY COMMUNITY HEALTHCARE DISTRICT
BUSINESS BOARD MEETING MINUTES
41870 Garstin Drive, Big Bear Lake, Ca. 92315
May 10, 2017**

PRESENT: Rob Robbins, 1st Vice President Gail McCarthy, Secretary
Jack Roberts, 2nd Vice President John Friel, CEO
Barbara Willey, Treasurer Shelly Egerer, Admin. Assistant

ABSENT: Donna Nicely, President Helen Walsh w/ Foundation
Gail Dick w/Auxiliary

STAFF: Garth Hamblin Mary Norman Erin Wilson Kerri Jex
Nicole Wheeler Sheri Mursick Megan Meadors Mary Norman
Steven Knapik, DO

OTHER: Barbara Brooks/QHR

COMMUNITY MEMBERS: Joseph Kelly

OPEN SESSION

1. CALL TO ORDER:

Board Member Robbins called the meeting to order at 1:00 p.m.

CLOSED SESSION

1. PUBLIC FORUM FOR CLOSED SESSION:

Board Member Robbins opened the Hearing Section for Public Comment on Closed Session items at 1:00 p.m. Hearing no request to make public comment, Board Member Robbins closed Public Forum for Closed Session at 1:00 p.m.

2. ADJOURNED TO CLOSED SESSION:

Board Member Robbins called for a motion to adjourn to Closed Session at 1:00 p.m. Motion by Board Member Roberts to adjourn to Closed Session. Second by Board Member McCarthy to adjourn to Closed Session. Board Member Robbins called for a vote. A vote in favor of the motion was 4/0.

- Board Member Robbins - yes
- Board Member Willey - yes
- Board Member McCarthy - yes
- Board Member Roberts - yes

RECONVENE TO OPEN SESSION

1. CALL TO ORDER:

Board Member Robbins called the meeting to Open Session at 3:00 p.m.

2. ROLL CALL:

Rob Robbins, Jack Roberts, Barbara Willey and Gail McCarthy were present. Also present were John Friel, CEO, and Shelly Egerer, Administrative Assistant. Absent was Donna Nicely.

3. FLAG SALUTE:

Board Member Roberts led the flag salute, all present participated.

4. ADOPTION OF AGENDA:

Board Member Robbins called for a motion to adopt the agenda as presented. Motion by Board Member Willey to adopt the agenda as presented. Second by Board Member McCarthy to adopt the agenda as presented. Board Member Robbins called for the vote. A vote in favor of the motion was 4/0.

- Board Member Robbins - yes
- Board Member Willey - yes
- Board Member McCarthy - yes
- Board Member Roberts - yes

5. RESULTS OF CLOSED SESSION:

Board Member Robbins reported that the following action was taken in Closed Session:

- Chief of Staff Report
 - Request for Initial Appointment:
 - Caludia Sadro, MD – Renaissance Radiology
 - Stephen Noble, DDS – Dentistry
 - Request for Reappointment:
 - Adam Kawalek, MD – Internal/Emergency Medicine
 - Deborah Herzik, NP – Family Medicine
 - Melinda Mueller, PsyD – Tele – Psychology
 - Dawn Sampson, LCSW – Social Worker
 - Informational:
 - Carly Bronson – Amendment: extension of privileges pending chart review
- Risk Management Report
- QI Management Report
- The Board of Directors gave John Friel, CEO authority to enter into negotiations for real estate.

Board Member Robbins called for the vote. A vote in favor of the motion was 4/0.

- Board Member Robbins - yes
- Board Member Willey - yes
- Board Member McCarthy - yes
- Board Member Roberts - yes

6. PUBLIC FORUM FOR OPEN SESSION:

Board Member Robbins opened the Hearing Section for Public Comment on Open Session items at 3:02 p.m.

- Mr. Kelly stated that an email was sent to all Board Members and the CEO. Mr. Kelly stated that he did not receive a reply from the Board or CEO; Mr. Kelly wanted to remind the Board they still represent the public. Mr. Kelly also stated that the Hospital is the only “Special District” that does not post recordings of meetings, general email contact for the Board of Directors, a copy of the supporting documents for Board and Committee Meetings and that the public should not be charged to obtain copies of any open session documents to any meeting conducted by the Board.
- Board Member Robbins asked Mr. Kelly to provide a copy of the statement that he read to the Board of Directors; via email.

Board Member Robbins closed Public Forum for Open Session at 3:08 p.m.

7. DIRECTORS COMMENTS

- None

8. INFORMATION REPORTS:

A. Foundation Report:

- Ms. Walsh was not present to provide a report.

B. Auxiliary Report:

- Ms. Dick was not present but informed Administration there was no update at this time to provide to the Board.

9. CONSENT AGENDA:

- A.** April 12, 2017 Board of Directors Meeting Minutes: Shelly Egerer, Admin. Assistant
- B.** March / April 2017 Planning & Facilities Report: Michael Mursick, Plant Manager
- C.** April 2017 Human Resource Report: Erin Wilson, Human Resource Director
- D.** April 2017 Infection Control Report: Heather Loose, Infection Preventionist
- E.** Board of Directors; Committee Meeting Minutes:
 - (1) February 22, 2017 Human Resource Committee Meeting Minutes
 - (2) March 23, 2017 Policy & Procedure & District Bylaw Committee Meeting Minutes
 - (3) April 13, 2017 Policy & Procedure & District Bylaw Committee Meeting Minutes
 - (4) February 21, 2017 Special Planning & Facilities Committee Meeting Minutes
 - (5) March 15, 2017 Planning & Facilities Committee Meeting Minutes
 - (6) April 03, 2017 Finance Committee Meeting Minutes

Board Member Robbins called for a motion to approve the Consent Calendar as presented. Motion by Board Member Roberts to approve the Consent Calendar as presented. Second by Board Member Willey to approve the Consent Calendar with the exception of the Planning & Facilities Report. Board Member Robbins amended the motion to approve the Consent Calendar with the exception of the Planning & Facilities Report. Board Member Robbins called for the vote. A vote in favor of the motion was 4/0.

- Board Member Robbins - yes
- Board Member Willey- yes
- Board Member McCarthy - yes
- Board Member Roberts - yes

10. OLD BUSINESS:

- None

11. NEW BUSINESS*

A. Discussion and Potential Approval of the Following Contracts:

(1) High Desert Pathology Laboratory Director Contract:

- Mr. Friel stated that the High Desert Pathology contract is a renewal for a two-year term and a monthly stipend of \$2,000.00.
- Board Member Robbins reported that the Board of Directors did have an opportunity to discuss the contract in Closed Session.

Board Member Robbins called for a motion to approve High Desert Laboratory Director Contract as presented. Motion by Board Member Roberts to approve High Desert Laboratory Director Contract as presented. Second by Board Member Willey to approve High Desert Laboratory Director Contract as presented. Board Member Robbins called for the vote. A vote in favor of the motion was 4/0.

- Board Member Robbins - yes
- Barbara Willey - yes
- Board Member McCarthy - yes
- Board Member Roberts - yes

(2) Paula Nornes-Lebby, M.D.: First Amendment to Physician Agreement:

- Mr. Friel reported that Dr. Lebby's contract amendment is to increase the per patient visit stipend due to the specialty services that Dr. Lebby provides at the Family Health Center.
- Board Member Robbins reported that the Board of Directors did have an opportunity to discuss this contract in Closed Session.

Board Member Robbins motioned to approve Paula Nornes-Lebby, M.D.: First Amendment to Physician Agreement. Second by Board Member Willey to approve Paula Nornes-Lebby, M.D.: First Amendment to Physician Agreement. Board Member Robbins called for the vote. A vote in favor of the motion was 4/0.

- Board Member Robbins - yes
- Barbara Willey - yes
- Board Member McCarthy - yes
- Board Member Roberts - yes

B. Discussion and Potential Approval of Resolution # 17-450 Determining, Certifying and Directing 2017/2018 Special Tax Levies Within the District:

- Mr. Hamblin reported that an annual Resolution for the Parcel Tax money is required. Mr. Hamblin also stated that there is an estimate of \$800.00 less for this years tax money.

Board Member Robbins called for a motion to approve Resolution # 17-450 Determining, Certifying and Directing 2017/2018 Special Tax Levies Within the District. Motion by Board Member Willey to approve Resolution # 17-450 Determining, Certifying and Directing 2017/2018 Special Tax Levies Within the District. Second by Board Member Roberts to approve Resolution # 17-450 Determining, Certifying and Directing 2017/2018 Special Tax Levies Within the District. Board Member Robbins called for the vote. A vote in favor of the motion was 4/0.

- Board Member Robbins - yes
- Barbara Willey - yes
- Board Member McCarthy - yes
- Board Member Roberts - yes

C. Discussion of Legal Counsel for Human Resource (s); Employment and Union Negotiations: Potential Approval of Attorney Search or Request for Proposal (RFP):

- Board Member Roberts stated that this item was on the Human Resource Committee Meeting Agenda and asked that this item be on the Board Agenda for discussion. Board Member Roberts feels that the Board of Directors should have an opportunity to discuss the potential of obtaining Request For Proposals (RFP) for District legal counsel that can provide specific services such as employment/employee issues and assist in Union Negotiations. Several agencies have these services within one firm. Board Member Roberts stated that the District's current legal counsel is a boutique firm; there are no bad feelings towards our current counsel but feels we should go out to bid to ensure we have the best legal representation with specialty services under one organization (this should be a best practice for the Board of Directors to request District for RFP's every 4 to 5 years).
- Board Member Willey stated she has no issues with the District's present legal counsel but feels there is no harm in going out for RFP's.
- Further discussion took place on the current legal counsel and the services provided; the Board stated that our legal counsel has been outstanding to the District. The Board supported Board Member Roberts suggestion to develop a RFP for legal counsel representation.

Board Member Robbins called for a motion to ask Administration to develop a RFP for legal counsel services. Motion by Board Member Roberts to ask Administration to develop a RFP for legal counsel services. Second by Board Member Willey to ask Administration to develop a RFP for legal counsel. Board Member Robbins called for the vote. A vote in favor of the motion was 4/0.

- Board Member Robbins - yes
- Board Member Willey- yes

- Board Member McCarthy - yes
- Board Member Roberts - yes

D. Discussion and Potential Approval of the March / April 2017 Planning & Facilities Report: Michael Mursick, Plant Manager:

- Board Member Robbins reported that this item was pulled from the Consent Agenda at the request of Board Member Willey to clarify a question.
- Board Member Willey asked if the trench in the front driveway is being looked at in order to correct the grating plate and draining system.
- Mr. Mursick stated that he has been in contact with some contractors to look at the area in question; the best solution would be to add plumbing under the concrete; options are being looked into and Mr. Mursick will keep the Board of Directors updated.

Board Member Robbins called for a motion to approve the March/April 2017 Planning & Facilities Report: Michael Mursick, Plant Manager. Motion by Board Member Roberts to March / April 2017 Planning & Facilities Report: Michael Mursick, Plant Manager. Second by Board Member Willey to approve the March/April 2017 Planning & Facilities Report: Michael Mursick, Plant Manager. Board Member Robbins called for the vote. A vote in favor of the motion was 4/0.

- Board Member Robbins - yes
- Board Member Willey- yes
- Board Member McCarthy - yes
- Board Member Roberts - yes

12. ACTION ITEMS*

A. Quorum Health Resource Report:

(1) April 2017QHR Report:

- Ms. Brooks reported the following:
 - Bill Winstead was on site for financial review to ensure that staff is in compliance with QHR best practices; found a few items to address and correct; expense reports need to be approved by the QHR representatives.
 - QHR Trustee Conference is in August.
 - QHR minutes are attached to the CEO report.
 - Quality Boot Camp coming up in the next few weeks.

Board Member Robbins called for a motion to approve the QHR Report as presented. Motion by Board Member Roberts to approve the QHR Report as presented. Second by Board Member McCarthy to approve the QHR Report as presented. Board Member Robbins called for the vote. A vote in favor of the motion was 4/0.

- Board Member Robbins - yes
- Board Member Willey - yes
- Board Member McCarthy - yes
- Board Member Roberts - yes

B. CNO Report:

(1) April 2017 CNO Report:

- Ms. Jex reported the following information:
 - Staffing has been an issue due to resignations and FMLA leave; will be looking at hiring new nurses to fill the vacant positions.
 - ROKOS group has a few candidates to vet for the ER Director position and there was one internal candidate that recently applied for the position.
 - OSHA received a call from an anonymous person filing a complaint of work place violence in the District; the complaint was very vague but the person did state that this is a very violent place to work. The District has responded to OSHA and there is a potential that a OSHA representative can be on site to review policies and procedures and make rounds in departments.

Board Member Robbins called for a motion to approve the CNO Report as presented. Motion by Board Member Roberts to approve the CNO Report as presented. Second by Board Member Robbins to approve the CNO Report as presented. Board Member Robbins called for the vote. A vote in favor of the motion was 4/0.

- Board Member Robbins - yes
- Board Member Willey - yes
- Board Member McCarthy - yes
- Board Member Roberts - yes

C. Acceptance of the CEO Report:

(1) April 2017 CEO Report:

- Mr. Friel reported the following information:
 - The HR Report showed that all outstanding evaluations are current.
 - Potential Board Retreat in July; we will be planning for Friday evening event and a Saturday all day retreat.
 - Loma Linda meeting took place, Administration did leave door open for growth in the Affiliation and we need to ensure there are items that are in the contract for services.

Board Member Robbins called for a motion to approve the CEO Report as presented. Motion by Board Member Roberts to approve the CEO Report as presented. Second by Board Member Robbins to approve the CEO Report as presented Board Member Robbins called for the vote. A vote in favor was unanimously approved 4/0.

- Board Member Robbins - yes
- Board Member Willey - yes
- Board Member Roberts - yes
- Board Member McCarthy - yes

D. Acceptance of the Finance Report:

(1) March 2017 Financials

- Mr. Hamblin reported the following information:
 - Good month; \$12.8 million in the bank.
 - Day's cash on hand are 220 days.
 - Net revenue is good.
 - YTD surplus of \$2.8 million.
 - Patient days, Acute, Swing and ER are showing growth for the last few years.

- Dental visits are continuing to increase.
- FHC visits have increased.
- Board Member Robbins stated that a Draft 2017/2018 Finance Budget was presented to the Finance Committee and that the committee was not in favor of the budget. A special meeting is scheduled for May 30, to review the revised budget and is hopeful to have a budget presented to the Board of Directors in June.

(2) CFO Report:

- Mr. Hamblin reported the following:
 - The American Healthcare Act continues to review the healthcare reform and repeal / repair / replace the Affordable Care Act. There is still no certainty on what will change.
 - Payor agreements are provided and an outline on items that Andy Working is working on and a summary of the current agreements we currently have are provided.
 - Networks for visits at the Clinic will be addressed and the District will look at opportunities to increase insurance options that the clinic can accept.
- Board Member Roberts, wants to see how we can get to accept insurance for our employees and expand insurance acceptance for the community.

Board Member Robbins motioned to approve the March 2017 Finance Report and CFO Report as presented. Second by Board Member Roberts to approve the March 2017 Finance Report and CFO Report as presented. Board Member Robbins called for the vote. A vote in favor was unanimously approved 4/0.

- Board Member Robbins - yes
- Board Member Willey- yes
- Board Member McCarthy - yes
- Board Member Roberts - yes

13. ADJOURNMENT:

Board Member Robbins called for a motion to adjourn the meeting at 3:50 p.m. Motion by Board Member McCarthy to adjourn. Second by Board Member Willey to adjourn. Board Member Robbins called for the vote. A vote in favor of the motion was unanimously approved 4/0.

- Board Member Robbins - yes
- Board Member Willey- yes
- Board Member McCarthy - yes
- Board Member Roberts - yes